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CHAPMAN AND CUTLER LLP

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April 29, 2008

RECORDATION NO.

19477

FILED

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

APR 29 '08

-8 00 AM

SURFACE TRANSPORTATION BOARD

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Refinancing of SPT 1995-D Union Pacific Railroad Company  
Leveraged Lease Financing of Equipment

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Amended and Restated Equipment Description (SPT 1995-D), dated as of April 30, 2008, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), not in its individual capacity but solely as owner trustee of the SPT 1995-D Trust, as lessor (the "*Lessor*"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment SPT 1995-D dated as of June 15, 1995 between the Lessee and the Lessor, a memorandum of which was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 21, 1995 at 10:00 A.M. under recordation number 19477.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company  
1400 Douglas Street, Stop 1920  
Omaha, Nebraska 68179

Lessor: U.S. Bank National Association  
One Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attention: Corporate Trust Services (SPT 1995-D)

The equipment covered consists of 75 General Electric AC4400 CW Diesel-Electric Freight Locomotives bearing the reporting marks and road numbers within the series SP 309

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through SP 355 and UP 6170 through UP 6424, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (SPT 1995-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC 4400 CW	75	SP 309
Diesel-Electric Freight		SP 319
Locomotives		SP 335
		SP 343
		SP 352
		SP 355
		UP 6170
		UP 6197
		UP 6216
		UP 6302
		UP 6325 - UP 6326
		UP 6328
		UP 6340
		UP 6348 - UP 6352
		UP 6354 - UP 6363
		UP 6365 - UP 6372
		UP 6374
		UP 6377 - UP 6379
		UP 6381 - UP 6383
		UP 6385 - UP 6389
		UP 6391 - UP 6392
		UP 6394
		UP 6396 - UP 6398
		UP 6400
		UP 6402 - UP 6419
		UP 6424

APR 29 '08

-8 00 AM

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(SPT 1995-D)**

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (SPT 1995-D) effective as of April 30, 2008, by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-D Trust, as Lessor ("*Lessor*"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into a Lease of Railroad Equipment SPT 1995-D dated as of June 15, 1995 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. A memorandum of the Lease was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 21, 1995 at 10:00 A.M. under recordation number 19477 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-D Trust

By   
Name: **EARL W. DENNISON JR.**  
Title: **VICE PRESIDENT**

Executed on this 16<sup>th</sup> day of April, 2008.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of April, 2008.

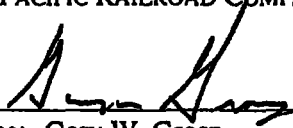
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-D Trust

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of April, 2008.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

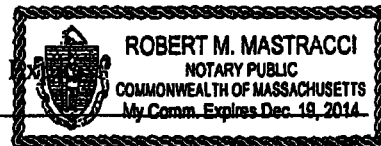
Executed on this 16<sup>th</sup> day of April, 2008.

COMMONWEALTH OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this, the 11<sup>th</sup> day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared EARL W. DENNISON JR., who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on April 11, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Robert M. Mastracci  
Name:  
Notary Public  
My Commission Expires  
Residing in \_\_\_\_\_



(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on April \_\_\_\_, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

COMMONWEALTH OF MASSACHUSETTS )

) SS.:

COUNTY OF SUFFOLK )

On this, the \_\_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on April \_\_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:

Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )

) SS:

COUNTY OF DOUGLAS )

On this, the 16<sup>th</sup> day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on April 16, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

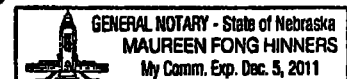
Maureen Fong Hinners

Name:

Notary Public

My Commission Expires:

Residing in Omaha, NE



(SEAL)



**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC 4400 CW	75	SP 309
Diesel-Electric Freight		SP 319
Locomotives		SP 335
		SP 343
		SP 352
		SP 355
		UP 6170
		UP 6197
		UP 6216
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		UP 6391 - UP 6392
		UP 6394
		UP 6396 - UP 6398
		UP 6400
		UP 6402 - UP 6419
		UP 6424

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/29/08



\_\_\_\_\_  
Robert W. Alvord